

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh Annual General Meeting ("AGM or Meeting") of the Members of Navi Limited (Formerly known as Navi Technologies Limited) will be held on Tuesday, September 30, 2025, at 04:00 P.M. IST at the Registered Office of the Company situated at 9th Floor, Vaishnavi Tech Square Iballur Village, Begur Hobli, Bengaluru-560102, Karnataka to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025, together with the Report of Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

SPECIAL BUSINESS

ITEM NO. 2: TO RESOLVE NOT TO FILL THE VACANCY IN THE BOARD OF DIRECTORS ('BOARD'), FOR THE TIME BEING, CAUSED DUE TO THE RETIREMENT OF MR. ANAND SARVESHWAR SINHA (DIN: 00682433), WHO RETIRES BY ROTATION

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013,

the applicable rules made thereunder, and the Articles of Association of the Company, Mr. Anand Sarveshwar Sinha (DIN: 00682433), Non-Executive Director, hereby retires by rotation in the ensuing Annual General Meeting of the Company and shall not be re-appointed, as the Company has received intimation of his retirement as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded for not filling the vacancy, for the time being, caused due to the retirement of Mr. Anand Sareveshwar Sinha as a Non-Executive Director of the Company”.

by orders of the Board of Directors for

Navi Limited

(Formerly known as Navi Technologies Limited)

Chanchal Kumar

Company Secretary

M. NO. A50952

Date : September 08, 2025

Place : Bengaluru

Notes

1. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto. Refer **Annexure A**.
2. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A copy of blank Proxy Form is duly enclosed to this notice. Refer **Annexure B**.
3. In the case of a corporate member, it is requested to send a certified copy of the board resolution authorising the representative to attend and vote on its behalf at the Meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 and any other documents referred to in the notice and accompanying explanatory statements shall be open for inspection, during normal business hours on any working day, at the Registered Office of the Company upto and including the date of the Meeting.
5. The Shareholders are requested to update their Contact address and e-mail address for receiving all communications from the Company, electronically.
6. Attendance Slip is duly annexed to this notice. Refer **Annexure C**.
7. The necessary route map for the venue of the Meeting is annexed to this notice. Refer **Annexure D**
8. Queries, if any, with regard to this notice may be sent to the Company email address at cs@navi.com

Annexure A

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

ITEM NO. 2:

Mr. Anand Sarveshwar Sinha was appointed as a Non-Executive Director (liable to retire by rotation) by the Board on August 20, 2021 and by the members at the Annual General Meeting held on September 29, 2021. Mr. Anand Sarveshwar Sinha, retired by rotation and was re-appointed by the members in the Annual General Meeting held on September 29, 2023.

Pursuant to the provisions of the Section 152 of the companies Act 2013 and rules made thereunder and in accordance with the Articles of Association ("AOA") of the Company, Mr. Anand Sarveshwar Sinha, Director retires by rotation at the ensuing Annual General Meeting. However, the Board has received a letter from Mr. Anand Sarveshwar Sinha, Non-Executive Director of the Company intimating his vacation of office as a Non-Executive Director of the Company due to his retirement by rotation in the ensuing Annual General Meeting.

The Nomination and Remuneration Committee and the Board in their respective meetings held on August 28, 2025 have placed on record its sincere appreciation and recognition of the valuable contribution and services rendered by him during his tenure as a Director of the Company.

The Company has further decided that the vacancy arising due to the retirement of Mr. Anand Sarveshwar Sinha as a Non-Executive Director of the Company by rotation at the ensuing Annual General Meeting, will not be filled up for the time being.

Except, Mr. Anand Sarveshwar Sinha and his relatives, none of the directors and/or Key managerial Personnel(s) of the company or their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution, except to the extent of their shareholding in the company, if any.

The Board of Directors recommend the passing of the resolution set out at Item No. 2 of

this Notice as an Ordinary Resolution.

by orders of the Board of Directors for

Navi Limited

(Formerly known as Navi Technologies Limited)

Chanchal Kumar

Company Secretary

M. NO. A50952

Date : September 08, 2025

Place : Bengaluru

Annexure-B**Form No. MGT-11****Proxy form**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: U72900KA2018PLC119297

NAME OF THE COMPANY: Navi Limited *(Formerly known as Navi Technologies Limited)*

REGISTERED OFFICE: 09th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru-560102, Karnataka

Name of the member (s):	
Registered Address:	
E-mail Id:	
Folio No. / Client Id:	
DP ID:	

I/We, being the member(s) of _____ shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: _____, or failing him

2. Name:

Address:

E-mail Id:

Signature: _____, or failing him

3. Name:

Address:

E-mail Id:

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company, to be held on Tuesday, September 30, 2025 at 04:00 P.M. IST at the Registered Office of the Company situated at 09th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru- 560102, Karnataka and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	For	Against
1.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON		
2.	TO RESOLVE NOT TO FILL THE VACANCY IN THE BOARD OF DIRECTORS ("BOARD"), FOR THE TIME BEING, CAUSED DUE TO THE RETIREMENT OF MR. ANAND SARVESHWAR SINHA (DIN: 00682433), WHO RETIRES BY ROTATION		

Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Note:

Affix
Revenue
Stamp

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Annexure - C
Attendance Slip

Shareholder's Name:

Registered Folio/ DP ID No. _____

Client ID _____

No. of shares held _____

Address:

I/We hereby record my / our presence at the Seventh Annual General Meeting of the Company held on Tuesday, September 30, 2025 at 04:00 P.M. IST at the Registered Office of the Company situated at 09th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru-560102, Karnataka.

Signature of shareholder / Proxy*

*Strike out whichever is not applicable

Note:

1. Please complete this slip and handover at the entrance of the meeting hall.
2. Members are requested to bring their copies of this notice and explanatory statement to the meeting.
3. A member may vote either for or against each resolution.

Annexure – D
Route Map to the Venue of AGM

Venue: 09th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru-560102, Karnataka

Landmark: Vaishnavi Tech Square

